

10548-F

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD
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918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.
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JOHN L. INGOLDSBY
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CABLE ADDRESS
"ALVORD"

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AREA CODE 202
393-2266

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SEP 30 1988-1 32 PM

INTERSTATE COMMERCE COMMISSION

September 30, 1988

8-274A034

No. SEP 28 1988

Date

Fee \$ 13.00

100 OFFICE OF THE SECRETARY

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are the original and one copy of a Termination Agreement and Release executed by the parties thereto on September 27 and 28, 1988, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to the instruments filed and recorded under Recordation Number 10548, the first of which is a Master Equipment Lease dated as of June 12, 1979 which was recorded on June 28, 1979.

The names and addresses of the parties to the enclosed document are:

The Maryland and Pennsylvania Railroad Company
Emons Industries, Inc.
1 West Market Street
York, Pennsylvania 10017

Manufacturers Hanover Leasing Corporation
270 Park Avenue
New York, New York 10017

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit A attached hereto and made a part hereof.

CF. Kappler
Court Report

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
September 30, 1988
Page Two

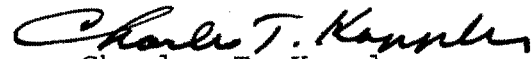
Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Termination Agreement and Release executed by The Maryland and Pennsylvania Railroad Company, Emons Industries, Inc. and Manufacturers Hanover Leasing Corporation covering 153 boxcars bearing MPA, CP and CPAA marks and numbers.

Very truly yours,


Charles T. Kappler

Enclosures

EXHIBIT A

Equipment:

153 - 50'6" 70-Ton, Plate C, Steel Lined Boxcars listed below:

102 Cars in series MPA-37600 through MPA-37607, MPA-37609 through MPA-37684, MPA-37686 through MPA-37699, MPA-37796 through MPA-37799

12 Cars in series CPAA-209263 through CPAA-209274

39 Cars in series as follows:

CPAA-208635
CP -208636
CPAA-208637
CPAA-208638
CPAA-208639
CP -208640
CP -208641
CPAA-208642
CPAA-208643
CPAA-208644
CP -208645
CP -208646
CP -208647
CPAA-208648
CP -208649
CPAA-208650
CP -208651
CPAA-208652
CP -208654
CPAA-208655
CP -208656
CP -208657
CP -208658
CP -208659
CPAA-208660
CP -208661
CP -208662
CP -208663
CPAA-208664
CP -208665
CP -208666
CP -208668
CP -208669
CP -208670
CP -208671
CP -208672
CP -208673
CP -208674
CP -208675

Interstate Commerce Commission

Washington, D.C. 20423

9/30/88

OFFICE OF THE SECRETARY

Charles T. Kappler

Alvord & Alvord

918 16th St. N.W.

Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/30/88 at 1:30pm, and assigned recordation number(s). 10548-F 612074-B

Sincerely yours,



Secretary

Enclosure(s)

TERMINATION AGREEMENT AND RELEASE

WHEREAS, Manufacturers Hanover Leasing Corporation ("MHL") and the Maryland and Pennsylvania Railroad Company as Lessee ("MPA") are party to a Master Equipment Lease (the "Equipment Lease") dated as of June 12, 1979, covering 153 boxcars (the "Cars") bearing the reporting marks listed on Exhibit A attached hereto and made a part hereof;

WHEREAS, the Equipment Lease was filed with the Interstate Commerce Commission (the "ICC") on June 28, 1979 and bears Recordation No. 10548;

WHEREAS, the Equipment Lease was supplemented by Acceptance Supplement dated as of October 18, 1979 (the "Supplement"), which Supplement was filed with the ICC on October 31, 1979 and bears Recordation No. 10548-A;

WHEREAS, the Equipment Lease was amended by Lease Amendment dated November 11, 1980 (the "First Amendment") which First Amendment was filed with the ICC on February 19, 1981 and bears Recordation No. 10548-B;

WHEREAS, the Equipment Lease was further amended by Lease Amendment dated July 28, 1981 (the "Second Amendment") which Second Amendment was filed with the ICC on January 21, 1982 and bears Recordation No. 10548-C;

WHEREAS, MHL and Emons Industries, Inc. ("Emons") entered into a Security Agreement covering forty (40) of the Cars dated as of July 28, 1981 (the "Security Agreement") which Security Agreement was filed with the ICC on January 21, 1982 and bears Recordation No. 10548-D;

10548-F
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INTERSTATE COMMERCE COMMISSION

WHEREAS, the Equipment Lease was further amended by Lease Amendment dated as of October 10, 1984 (the "Third Amendment") which Third Amendment was filed with the ICC on July 17, 1985 and bears Recordation No. 10548-E, (the Equipment Lease as amended by the Supplement, the First Amendment, the Second Amendment and the Third Amendment are hereinafter referred to as the "Agreement"); and

WHEREAS, MHL, MPA and Emons desire to terminate the Agreement and the Security Agreement and MHL desires to release the lien and security interest created pursuant to the Agreement and Security Agreement;

NOW, THEREFORE, in consideration of the mutual covenants contained herein and for other valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree:

1. Termination. The Agreement and the Security Agreement are terminated and the Cars are released from the liens, assignment and security interest created thereunder.

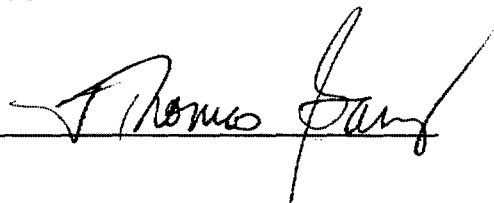
2. Filing. The parties consent to the filing of this Termination and Release and any other necessary documents with the ICC (and, if necessary, with any other regulatory or governmental entity) to effect a release of all liens of record existing against the Cars.

3. Counterparts. This Agreement may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which when taken together shall constitute one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement.

WITNESS:

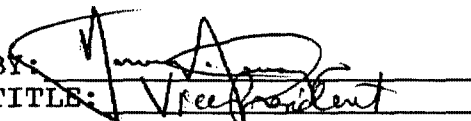
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MANUFACTURERS HANOVER
LEASING CORPORATION

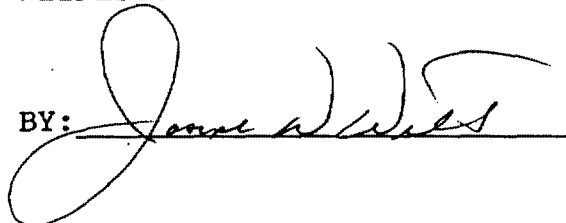
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TITLE:



WITNESS:

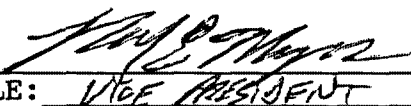
BY:



MARYLAND AND PENNSYLVANIA
RAILROAD COMPANY

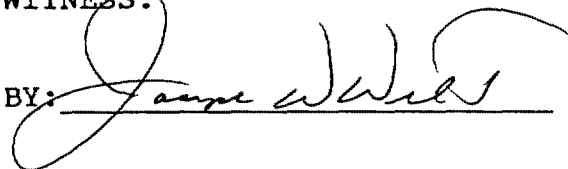
BY:

TITLE:



WITNESS:

BY:



EMONS INDUSTRIES, INC.

BY:

TITLE:

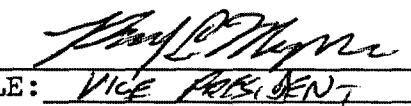


EXHIBIT A

Equipment:

153 - 50'6" 70-Ton, Plate C, Steel Lined Boxcars listed below:

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CP -208645
CP -208646
CP -208647
CPAA-208648
CP -208649
CPAA-208650
CP -208651
CPAA-208652
CP -208654
CPAA-208655
CP -208656
CP -208657
CP -208658
CP -208659
CPAA-208660
CP -208661
CP -208662
CP -208663
CPAA-208664
CP -208665
CP -208666
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CP -208669
CP -208670
CP -208671
CP -208672
CP -208673
CP -208674
CP -208675

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.

On this 27th day of September, 1988, before me personally appeared, Harvey J. Cavayero, to me personally known, who being by me duly sworn, says that (s)he is the Vice President of Manufacturers Hanover Leasing Corp., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sworn to and Subscribed
before me this 27th day of
September, 1988.

Christine A. Smith
Notary Public

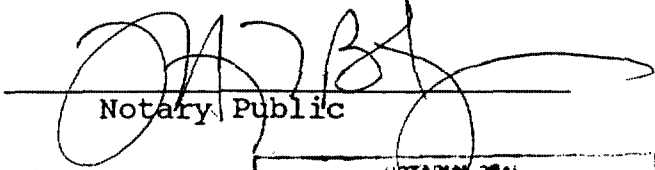
CHRISTINE A. SMITH
Notary Public, State of New York
No. 31-4506346
Qualified in New York County
Commission Expires March 30, 1989

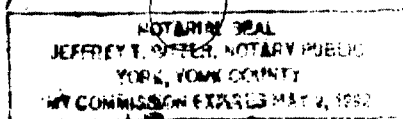
12/31/89

STATE OF PENNSYLVANIA,
COUNTY OF YORK) ss.

On this 28th day of September, 1988, before me personally appeared, Richard E. Meyers, to me personally known, who being by me duly sworn, says that (s)he is the Vice President of Emons Industries, Inc that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sworn to and Subscribed
before me this 28th day of
September, 1988.


Notary Public



Member, Pennsylvania Association of Notaries

STATE OF PENNSYLVANIA,
COUNTY OF YORK) ss.

On this 28th day of September, 1988, before me personally appeared, Richard E. Meyers, to me personally known, who being by me duly sworn, says that (s)he is the Vice President of Maryland and Pennsylvania Railroad Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sworn to and Subscribed
before me this 28th day of
September, 1988.


Notary Public

